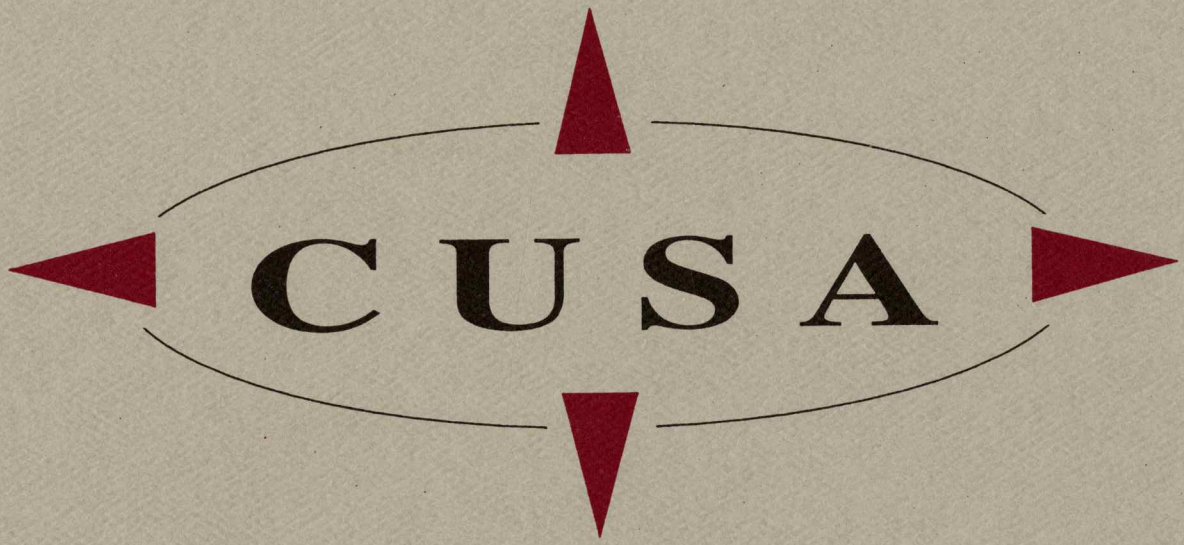
# the Constitution




Concordia University Students' Association Inc.

Association des Etudiants et Etudiantes de l'Université Concordia Inc.

| | |
|---|---|
| Adopted: | March 16, 1983 |
| Amended: | March 8,1984 |
| Amended: | April 9, 1986 |
| Amended: | March 22, 1989 |
| Amended: | May 4, 1992 |
| Amended: | May 17, 1993 |

# CONCORDIA UNIVERSITY STUDENTS' ASSOCIATION INC. BY-LAWS

## Article 1 NAME

The name of this association shall be the Concordia University Students' Association Inc./ Association des Etudiants et Etudiantes de l'Universite Concordia Inc. ("the Association").

## Article 2 OBJECTS

The objects of the Association are:

a) To form a representative association to promote the educational, political, social, recreational and cultural interests of its members;

b) To provide for student representation on various boards, councils, and committees of Concordia University;

c) To co-operate with other organizations having similar interests in promoting student activities and interests;

d) To consider and support activities which enhance the quality of life for students of Concordia University;

e) To represent its membership as required;

f) To engage in such other activities and undertakings as may seem appropriate to the Association.

## Article 3 MEMBERSHIP

3.1 Every undergraduate, independent or special student registered at Concordia University and having paid the Association fee as per by-law eight (8) shall be a member of the Association for a period of one year from the date of the last fee payment or until such time as said student is no longer registered at Concordia University, whichever occurs first. A student shall be deemed to be registered during the summer session following the winter during which said student was registered.

3.2 Notwithstanding by-laws 3.1 and 8.1, the Board of Directors may grant membership status to registered undergraduate, independent and special students who have not paid the Association fee. Two-thirds (2/3) of Directors present at a duly convened meeting must approve the granting of such membership status.

## Article 4 GENERAL MEETINGS

4.1 All meetings of members must be called with at least seven (7) school days notice and must be properly advertised on both campuses by posters and if possible by at least one notice in a publication distributed on both campuses. The posters and notice of meeting shall contain the place, date and time of the meeting, the proposed agenda, and the proposed resolutions in the case of a Special General Meeting of members.

**ANNUAL GENERAL MEETINGS**

4.2 The Annual General Meeting of members shall be held solely for the purpose of acting on the following:

a) The Chief Returning Officer's report on the Annual General Elections of the Association and on any Association referendums or by-elections which were held concurrently.

b) The latest Annual audited financial statements.

c) Appointment of the Auditor or the Auditors of the Association for the ensuing year.

The quorum for the Annual General meeting of members shall consist of thirty (30) members. The Annual General Meeting of members shall be called by the Board of Directors within one month from the closing of the polls at the Annual General Elections.

**SPECIAL GENERAL MEETING**

4.3.1 A Special General Meeting of the members may be called by the Co-Presidents or the Board of Directors solely for the purpose of considering specific resolutions proposed by the Co-Presidents or the Board of Directors, such resolutions to be included in the notice of meeting. Special General Meetings may amend such proposed resolution to the extent that such amendments pertain to the same topic as the original resolution. Resolutions adopted by a Special General Meeting of members are binding upon the Association until they have been repealed or amended by the members in a Special General Meeting or a referendum. The Quorum for a Special General Meeting of members shall consist of two and one-half percent (2.5%) of the members.

4.3.2 A Special General Meeting of the members may also be called by the presentation of a petition signed by at least one hundred members to the Chairperson of the Board of Directors. Such petition must set out the reasons for the meeting and the specific resolutions to be considered at such meeting.



The Chairperson of the Board of Directors must inform the Directors of such a petition at the earliest possible time and call the meeting within thirty days from receiving the petition. However, no Special General Meeting may be called or held during the months of May, June, July, or August.

4.3.3 The Board of Directors may request from those who called for a Special General Meeting that it be cancelled. Those who called for such a meeting may cancel it, if they so desire, of their own accord or upon the request of the Board of Directors.

**INFORMATION GENERAL MEETING**

4.4 The Board of Directors may also from time to time, call Information General Meetings of the members to provide information on various topics to be determined by the Board of Directors. Such Information General Meetings have no quorum requirement and may not serve as a forum to make decisions binding upon the Association.

## Article 5 BOARD OF DIRECTORS

5.1 The governing authority of the Association shall be vested in the Board of Directors.

**COMPOSITION**

5.2.1 The Board of Directors shall be composed of:

a) a minimum of two Directors from each of the Faculties of Concordia University representing the members enrolled in those Faculties; and

b) the two Co-Presidents elected by the members irrespective of Faculty.

5.2.2 The maximum number of directors shall be thirty (30). The composition not specified in 5.2.1 above shall be determined by the Board of Directors before calling the Annual General Election of the Directors. The composition decided upon shall appropriately reflect the composition of the membership in the different faculties of the University.

5.2.3 In addition to the above, the following shall be the advisors to the Board of Directors with permanent ex-officio rights to speak at Board meetings: members or the Executive, members of the Judicial Board and the Chairperson of the Board of Directors.

5.2.4 Directors shall sit as such for one year until their replacements, elected at the annual general election, take office, or until their resignation or removal from office. An incumbent Director may run for re-election.

5.2.5 Directors, excluding the Co-Presidents, may not be a member of the Judicial Board.

**CHAIRPERSON**

5.3.1 The Chairperson of the Board of Directors is elected from among the members by the Directors to chair and administer meetings of the Board and to act on behalf of the Board when instructed to do so by the Board.

5.3.2 The term of the office of the Chairperson normally runs from the first meeting of the newly inducted Directors to the time when their successors, elected at the following Annual General Election, take office. However, should the chair be vacant, the Board of Directors may elect a new Chairperson from among the members to carry out the duties stated in 5.3.1 above for the remainder of the term. The Chairperson may be removed by a two-thirds majority of the sitting Directors at a duly convened meeting of the Board of Directors.

5.3.3 Directors and members of the Executive and of the Judicial Board may not assume the chair except on an acting basis, and then only when the regular Chairperson is absent or incapacitated, or when there is no regular Chairperson.

5.3.4 The Chairperson may not vote. Nevertheless, a Director who is an acting Chairperson may vote in the event of a tie and may vote in all secret ballots.

**SECRETARY**

5.4 The Board of Directors shall appoint a Secretary for the Association from the members or employees of the Association to hold office at the pleasure of the Board. The Secretary shall keep the minute books and the corporate records of the Association, have such other powers and duties as s\he may from time to time be directed to perform by resolution of the Board of Directors or by the Co-Presidents.

**TASKS AND POWERS**

5.5 The tasks and powers of the Board of Directors may only be properly exercised on the course of a duly convened meeting of same. In particular the Board shall do or cause to be done the following:

a) formulate policy for the Association
b) approve budgets of the Association and its affiliate organizations
c) ratify appointments of the Association
d) enact, amend or repeal policies, regulations and resolutions which shall be binding on the Association, its affiliated organizations, officers, employees, and all others under its authority.
e) enact, amend or repeal policies, regulations and resolutions for its own procedure to ensure its own proper functioning.



f) enact, amend or repeal policies, regulations and resolutions so that the Association will conform to any policy, regulation or resolution passed in a duly convened Special General Meeting, and to the results, affirmative or negative, of duly conducted referendums which met quorum.
g) assign each of its members departmental student associations portfolios corresponding to their constituent faculties.
h) such other acts as allowed by law which do not contravene these by-laws.

**MEETINGS**

5.6.1 The Board of Directors shall meet at least once on each of the following months: January, February, March, September, October and November.

5.6.2 Notice of meeting must be given at least five school days in advance of any such meeting.

5.6.3 The Co-Presidents acting together or any three Directors may call a special meeting of the Directors. Three school days' notice must be given to each Director.

5.6.4 Meetings of the Board of Directors may be held at any time or place without notice if the Directors who are present consent to such meeting and those who are absent waive notice in writing of the time, place and purpose of such meeting.

5.6.5 The quorum for the meetings of the Board of Directors shall be a simple majority of the sitting Directors during those months mentioned in Article 5.6.1 above. The quorum for meetings held in April, May, June, July, August and December shall be more than two-fifths of the sitting Directors.

**PROCEDURE**

5.7.1 Procedure at meetings of the Board of Directors shall be governed by Robert's Rules of Order (latest edition), except when such Rules contravene these by-laws.

5.7.2 No Director shall vote by proxy.

5.7.3 Notices of meeting to Directors shall be in writing or by telephone or by any other means determined from time to time by the Directors.

## Article 6 CO-PRESIDENTS AND EXECUTIVES

**CO-PRESIDENTS**

6.1.1 The Co-Presidents shall:

a) be the chief spokespersons of the Association;
b) be the official representatives of the Association;

c) be, by virtue of the office, both Directors and members of the Executives;
d) be ex-officio members of every affiliated organization of the Association;
e) be elected as a team by the members of the Association;
f) delegate responsibilities as they see fit;
g) have the power to veto any action of any individual or group which would violate or seek to violate these by-laws or regulations of the Associations. Such a veto must be ratified by the Directors at the first succeeding duly convened meeting of the Board of Directors following the enactment of said veto. If said veto is not ratified at this time, it is null and void.

6.1.2 The Co-Presidents shall implement the decisions of the Board of Directors, be responsible for the day-to-day administration of the Association and shall have the authority to exercise all the powers of the Board of Directors between meetings of the latter, limited only by policy, regulation or resolution passed by the Board of Directors, and by the results affirmative or negative, of duly conducted referendums which met quorum.

6.1.3 These by-laws and any policy, regulation or resolution emanating from the Board of Directors or from a Special General Meeting and the results, affirmative or negative, of duly conducted referendums which met quorum are binding on the Co-Presidents and the Executive. The Co-Presidents, as members of the Executive, do not have the authority to remove from office any member of the Board of Directors or of the Judicial Board. Notwithstanding the above, the Co-Presidents are bona fide members of the Board of Directors and as such have the tasks and powers of any Director.

**EXECUTIVE**

6.2.1 The Co-Presidents shall appoint an Executive from the members, which appointment shall be ratified by the Board of Directors. The Executive shall be responsible for at least the following areas: the finances of the Association, educational matters, external relations, programming, student services, and part-time students' affairs. Members of the Executive shall be given appropriate titles and shall be answerable to the Co-Presidents of the Association. The Co-Presidents may appoint additional Executive members as they see fit, subject to the ratification at the Board of Directors.

6.2.2 The Executive shall submit reports to the Board of Directors.

6.2.3 Members of the Executive, excluding the Co-Presidents, may not be Directors. No member of the Executive may be a member of the Judicial Board. Vacancies on the Executive are filled as per new appointments.



## Article 7 JUDICIAL BOARD

**COMPOSITION**

7.1 The Judicial Board shall be composed of no less than three and no more than nine members of the Association. The Board of Directors may, by a two-thirds majority of the Directors present at any duly convened meeting, fill a vacancy on the Judicial Board. Irrespective of time of appointment, the term of the office of all members of the Judicial Board expires on May 31st, at which date all seats become vacant. Members of the Judicial Board may not be Directors or members of the Executive.

**POWERS AND TASKS**

7.2 The Judicial Board of the Association will have the power to
a) interpret these by-laws and the constitutionality of regulations and resolutions enacted by the Board of Directors whenever a request for such an interpretation is made, in writing, by any member or member association.
b) organize and administer the Annual General Elections and any by-elections for the positions of Director or Co-President of the Association, and as well any duly called referendum. However the dates for such plebiscites shall be decided by the Board of Directors.
c) organize and administer elections and by-elections for member associations.
d) declare invalid any act of any member who through his or her action derogates from these by-laws or from the constitution of any member association of the Association.
e) settle disputes on matters concerning the Association between its members, officials and/or constituted bodies.
f) authorize constitutions of member associations and amendments to such to ensure that such constitutions and amendments are in accordance with these by-laws.
g) sit as a tribunal on trials for removal from office in accordance with by-law eighteen (18).

**PROCEDURES**

7.3 The Judicial Board shall observe the following procedures:
a) It shall render all its decisions in writing and answer those questions put to it by a plaintiff. In the case of a plaintiff naming a respondent, that

respondent must be notified in writing of the case, charges, and all other relevant matters to the case.

b) It shall not dismiss charges of any plaintiff without having sat in session.

c) It may invite interested parties, even those not named by a plaintiff or respondent, to attend a session of the Judicial Board.

d) In the event that the Board of Directors has ordered a hearing to be held against any member or member association, including a hearing for removal from the office, the Judicial Board shall inform the plaintiff, the respondent, or, if any, the respective representatives of the time, date and place of the hearing.

e) In the event of new evidence forthcoming, any member or member association may request that such evidence be considered at a new hearing. The Judicial Board shall determine whether new evidence has been presented.

f) The quorum for the duly convened Judicial Board meeting shall be a simple majority or three (3) members, whichever is greater.

g) Every final or appealed decision of the Judicial Board must be presented to the Board of Directors at the meeting following such decision.

h) The Judicial Board may establish such other procedures as do not contravene the above, such power to be subordinate to the authority of the Board of Directors to establish such procedures.

## Article 8 ASSOCIATION FEE

8.1 Upon registration at Concordia University, every member shall pay to the Association or its agent a fee per course or credit to be taken by the member.

8.2 The Association fee shall be set by referendum. Notwithstanding by-law 17.6, the Board of Directors shall have the sole authority to propose the amount of the fee.

8.3 No organization affiliated with the Association shall be permitted to collect fees independently of the Association.

## Article 9 AUDITORS

The Auditor or Auditors of the Association shall be appointed annually at the Annual General Meeting of members.

## Article 10 BOOKS

The Association shall maintain at its head office a book or books containing the following:

a) These by-laws, amendments to it and all regulations enacted or repealed.



b) The names, alphabetically arranged, and addresses of the members.

c) The names and addresses of the Directors, Co-Presidents and members of the executive and of the Judicial Board and the dates upon which they become and cease to be such.

d) Minutes of all the meetings of the Board of Directors, as approved by the Board and signed by the Chairperson and the Secretary of the meeting at which the proceedings were held or by the Chairperson and Secretary of the next succeeding meeting.

e) Detail as to the receipts and disbursements of the Association and the matters to which each of them relates, as well as details of its financial transactions and its credits and liabilities.

## Article 11 FISCAL YEAR

The Fiscal Year of the Association shall terminate on the 31st of May or at such other date that may be determined by the Board of Directors. The financial statements of the affairs of the Association for the presentation to the members at the Annual General Meeting thereof shall be made up to that date.

## Article 12 SEAL

The Seal of the Association shall be circular in form and shall bear the name of the Association and the date of its incorporation.

## Article 13 HEAD OFFICE

The Head Office of the Association will be in the city of Montreal, Province of Quebec. The Association may in addition to the foregoing establish other offices elsewhere as the Directors may, from time to time, determine.

## Article 14 BANKING AND NEGOTIABLE INSTRUMENTS

The Directors may, from time to time, by resolution authorize any Director or Directors, officer or officers, clerk, employee or agent to transact banking business of the Association with such bank or banks and to sign, make draw or accept, endorse or execute in the name of or on behalf of the Association, all cheques, promissory notes, bills of exchange or other negotiable instruments. Any and all such documents so signed shall be binding upon the Association.

## Article 15 DELEGATION OF POWERS

The Directors may, from time to time, entrust to and confer upon any one or more of the Directors or any standing or special committee or any officer or officers of the Association for the time being or any corporation or person or attorney or agent or trustee, either within or without Canada such of the powers exercisable by the Directors as they think fit, including the powers to sub-delegate, for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they may deem expedient and may from time to time revoke, withdraw, alter or vary all or any of such powers.

## Article 16 CONTRACTS, DOCUMENTS AND DECLARATIONS

All documents and returns required to be submitted to or filed with governmental authorities, customs and excise declarations and returns, affidavits, statutory declarations, proofs of claim or loss and general or partial releases relating to same, waivers or claims of lien or privilege and discharges of same and declarations in respect of garnishment proceedings involving the Association or interrogatories upon articulated facts may be signed and executed under seal or otherwise by any officer for or in the name of and on behalf of the Association and if signed and executed as aforesaid, shall be binding upon and enforceable against the Association.

Save for the documents referred to in the preceding paragraph of this by-law and all other documents in connection with the ordinary course of activity of the Association which may also be signed and executed under seal or otherwise by any officer or director for or in the name of and on behalf of the Association with the same effect, all documents not in the ordinary course of activity of the Association to be signed and executed by the Association shall be signed and executed in the name of and on behalf of the Association by such person, or persons, including officer(s), director(s), or employee(s), of the Association or attorney(s) as may be determined from time to time by resolution of the Board of Directors and, if required, the corporate seal of the Association shall be attached thereto.

## Article 17 GENERAL ELECTIONS, BY-ELECTIONS AND REFERENDUMS

17.1 The Directors, including the Co-Presidents, shall be elected annually in the Annual General Election, which is called by the Board of Directors and takes place during the month of January or February.

17.2 The Judicial Board shall appoint a Chief Returning Officer for the Annual General Election, by-elections or referendums. The Chief Returning Officer shall be charged with the supervision of the said plebiscites and shall report the results of such in accordance with the by-laws.



17.3 The Annual General Election and any by-elections or referendums held concurrently, and the Chief Returning Officer's report of such shall be deemed to form part of the proceedings of the Annual General Meeting.

17.4 Vacant seats on the Board of Directors, excluding those of the Co-Presidents, may only be filled through a by-election called in accordance with these by-laws. If such a by-election is not held at the same time as the Annual General Election, the report of Chief Returning Officer shall be tabled at the first succeeding meeting of the Board following said by-election.

17.5 Notwithstanding by-law 6.1.1e, should a Co-President's seat be vacated by any means, the Board of Directors may choose to appoint a replacement by a two-thirds majority of the sitting Directors or to call a by-election to replace such Co-President.

17.6 The Board of Directors may choose to call referendums on amendments to these by-laws or on questions of importance to the Association. The Chief Returning Officer's report on such referendums shall form part of the proceedings of the Annual General Meeting if such referendums are held concurrent to an Annual General Election. Otherwise, the Chief Returning Officer's report shall be tabled at the first succeeding meeting of the Board following the referendum. Referendums may also be called by a petition of at least five-hundred (500) members presented to the Chairperson of the Board of Directors. The stipulations of by-laws 4.3.2 and 4.3.3 apply, mutatis mutandis, to this by-law.

17.7.1 Directors, including the Co-Presidents, elected at an Annual General Election or at any by-election held concurrently, shall take office on April 1st following said election. However, the Chief Returning Officer's report must have been received by the Annual General Meeting before their introduction.

17.7.2 Directors, including the Co-Presidents, elected in a by-election not concurrent with the Annual General Election, shall take office immediately after the reception of the Chief Returning Officer's report by the first succeeding meeting of the Board of Directors.

17.8 Quorum for Annual General Elections, by-elections and referendums shall be 2.5% of the members.

## Article 18 REMOVAL FROM OFFICE

18.1 Any member of the Executive, any Director, or Co-Presidents, or any other officer of the Association may be removed from office for impropriety, for violation of these by-laws, for delinquency of duties or for misappropriation of funds. Both, the repeated absence by a Director from meetings of the Board of

Directors, as well as the neglect of tasks as cited under by-law 5.5 subsection g, constitutes a delinquency of duties.

18.1.1 Members of the Executive may also be removed from office by the unanimous decision of the Co-Presidents. The Co-Presidents must notify the individual(s) being removed in writing of the reason(s) for such removal. Members of the Executive may appeal, but only to the Board of Directors. The Board of Directors shall meet in closed session when considering such appeal.

**PROCEDURE**

18.2 The procedure for removal from office of Directors, including Co-Presidents, members of the Executive or of Judicial Board, or any other Officer of the Association, for the reasons given in by-law 18.1 above, is as follows:

a) A petition calling for a member's removal from office must state the charges against the member in question, must be signed by at least eight (8) Directors, or at least one hundred (100) members, and must be presented to the Chairperson of the Board of Directors, for it to be considered.

b) The Chairperson of the Board of Directors shall enter the petition onto the agenda of the succeeding meeting of the Board of Directors. The petition must be circulated to all Directors and to the member in office being charged. Copies of such petition must be circulated at least five (5) school days before the meeting of the Board of Directors. Failing such, the petition shall be entered onto the Agenda of the following meeting of the Board of Directors.

c) The Board of Directors shall determine if there is enough evidence to warrant a trial for removal from office. If the Board finds that there is sufficient evidence for such a trial, it shall order one to be held. The Board of Directors shall not decide the merits of the case; it shall only determine the weight of evidence justifying a trial.

d) Once the Board of Directors has ordered a trial the Judicial Board shall sit in tribunal to hear the trial. The Judicial Board shall duly inform the plaintiff, the respondent, or the respective representative at the time, date, and place of the hearing. The Judicial Board shall establish regulations governing trials for removal from office and shall make these known to the plaintiff and the respondent, or to their respective representative. Refusal by the respondent to appear for trial by the Judicial Board shall not constitute grounds for discontinuing the proceedings.



e) The Judicial Board shall hear and weigh the evidence in favour of and against the respondent. The Judicial Board shall determine the validity of the charges. The Judicial Board may find a respondent guilty of the charges brought forth and may dismiss the member from her or his office. The decision of the Judicial Board shall be tendered in writing to the concerned parties.

18.3 Members of the Judicial Board may be removed from office in the manner stated in 18.2 above. However the tribunal hearing the trial of impeachment shall be appointed by the Board of Directors.

## Article 19 AUTHORITY OF BY-LAWS

19.1 In the event of any conflict between these by-laws and the constitution of any member association, these by-laws shall take precedence.

19.2 All amendments, regulations, and resolutions, motions or decisions of the Association, including, but not limited to those made by or in the Board of Directors, Co-Presidents, the Judicial Board, Special General Meetings, Referendums and any member association must be made in conformity with these by-laws.

## Article 20 AMENDMENTS TO BY-LAWS

20.1 Amendments to by-laws 1, 3, 4, 5, 6, 7, 8, 17, 18, 19, and 20, and the adoption of any new by-law must be approved by two-thirds of the sitting Directors. Changes to these by-laws shall be in force and effect only until the date of the next succeeding Annual General Election, unless they have been confirmed by a simple majority of a quorum of the members voting in the referendum held on or before the date of the succeeding Annual General Election.

20.2 Amendments to by-laws 2, 9, 10, 11, 12, 13, 14, 15, 16, 21, and special by-law A must be approved by two-thirds of the sitting Directors duly assembled for that purpose.

## Article 21 GENERAL PROVISIONS

In these by-laws the singular shall include the plural and the plural the singular, where appropriate.

**SPECIAL BY-LAW A**

**Being a by-law respecting the borrowing of money by the Association.**

The Directors of the Association may from time to time:

(a) borrow money upon the credit of the Association

(b) issue debentures or other securities of the Association, and pledge or sell the same for such sums and at such prices as may be deemed expedient ;

(c) notwithstanding the provisions of the Quebec Civil Code, hypothecate, mortgage or pledge the moveable or immovable property, present or future, of the Association, to secure any such debentures, or other securities or give part only of such guarantees or such purposes; and constitute the hypothec, mortgage or pledge above mentioned by trust deed, in accordance with sections 23 and 24 of the Special Corporate Power Act ( Chap.275, Revised Statutes of Quebec) (1964)), or in any other manner;

(d) hypothecate or mortgage the immovable property of the Association or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of the loans made otherwise than by the issue of debentures, as well as the payment or performance of any other debt, contract or obligation of the Association.

**SPECIAL BY-LAW B**

The association may own profit sharing companies.

Adopted: March 16, 1983
Amended: March 8,1984
Amended: April 9, 1986
Amended: March 22, 1989
Amended: May 4, 1992
Amended: May 17, 1993